

RECORDATION NO. 24816-00
FILED

NOV 06 '08 -1 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

November 6, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement No. 19 to Memorandum of Indenture, effective as of November 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor:	NARCAT, LLC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	CARCAT ULC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	NARCAT Mexico, S. de R.L. de C.V. 480 West Dussel Drive, Suite R Maumee, OH 43537
Secured Party:	Wells Fargo Bank, National Association Sixth Street and Marquette Avenue Minneapolis, MN 55479

Anne K. Quinlan, Esquire
November 6, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

Exhibit A-1: 41 railcars remarked and renumbered within the series ANGX 2059 - ANGX 9063 (previously bearing PRSX, SPSX, GNRR, ATW and SDIX reporting marks and numbers); and 1 railcar remarked and renumbered RMGX 9480 (previously SDIX 182) all as more particularly set forth in the attachment to the document.

Exhibit A-2 - 49 railcars destroyed or scrapped bearing BPRR, CHTT, RMMX, SLGG, ATW, GNRR and RMGX marks and numbers as more particularly set forth in the attachment to the document.

Exhibit B: Lease changes

A short summary of the document to appear in the index is:

Supplement No. 19 to Memorandum of Indenture.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOV 06 '08 -1 00 PM

SUPPLEMENT NO. 19 TO MEMORANDUM OF INDENTURE

This Supplement No. 19 To Memorandum of Indenture is made effective as of November 15, 2008, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "Debtors") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "Secured Party").

WITNESSETH:

The Debtors and the Secured Party entered into the Indenture dated February 12, 2004, which was recorded with the Surface Transportation Board on February 12, 2004, under Recordation No. 24816 and with the Canadian Registry on February 12, 2004 at 3:35 p.m., by which the Debtors granted a security interest to the Secured Party in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached thereto ("Railcars") and in each lease as listed on Exhibit B attached thereto in order to secure the Debtors' performance of their obligations as described in the Indenture.

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/November 10, 2004	November 10, 2004
Supplement No. 4	Recordation Number 24816-O/February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005
Supplement No. 5	Recordation Number 24816-V/May 12, 2005	May 13, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-W/June 9, 2005	August 3, 2005
Supplement No. 6	Recordation Number 24816-X/August 12, 2005	August 11, 2005
Supplement No. 7	Recordation Number 24816-Y/November 9, 2005	November 8, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-AA/December 27, 2005	December 28, 2005
Supplement No. 8	Recordation Number 24816-BB/February 14, 2006	February 14, 2006
Supplement No. 9	Recordation Number 24816-DD/May 8, 2006	May 9, 2006
Supplement No. 10	Recordation Number 24816-EE/August 4, 2006	August 4, 2006
Supplement No. 11	Recordation Number 24816-FF/November 9, 2006	November 8, 2006
Supplement No. 12	Recordation Number 24816-GG/February 13, 2007	February 7, 2007
Supplement No. 13	Recordation Number 24816-HH/May 3, 2007	May 3, 2007

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 14	Recordation Number 24816-II/August 6, 2007	August 9, 2007
Partial Release and Discharge of Lien	Recordation Number 24816-JJ/October 12, 2007	October 15, 2007
Supplement No. 15	Recordation Number 24816-KK/November 5, 2007	November 6, 2007
Supplement No. 16	Recordation Number 24816-LL/February 12, 2008	February 5, 2008
Supplement No. 17	Recordation Number 24816-MM/May 16, 2008	May 16, 2008
Supplement No. 18	Recordation Number 24816-NN/ August 7, 2008	August 7, 2008

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling between August 1, 2008 and October 31, 2008. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold between August 1, 2008 and October 31, 2008. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include a description of all leases that have been terminated between August 1, 2008 and October 31, 2008.

[Signature Pages to Follow]

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 19 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT LLC

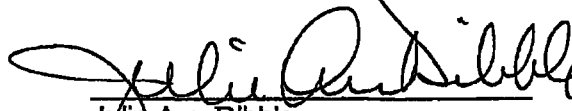
By: 
Richard R. George, Manager

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 5th day of November in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.

[Notarial Seal]




Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

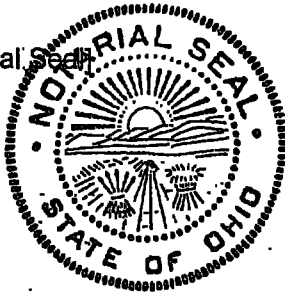
CARCAT ULC

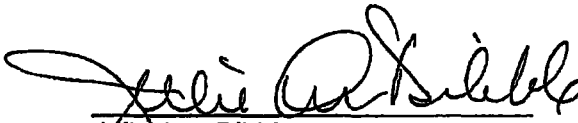
By: 
Richard R. George, President/Secretary

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 5th day of November in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is President/Secretary of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.

[Notarial Seal]




Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

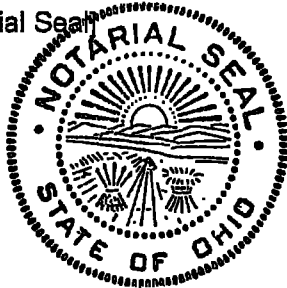
NARCAT MEXICO S. DE R.L. DE C.V.

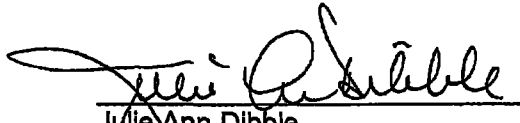
By: 
Richard R. George, Legal Representative

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 5th day of November in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is Legal Representative of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital

[Notarial Seal]




Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

WELLS FARGO BANK, NATIONAL ASSOCIATION

By Julie A. Tanner Fischer
Name: Julie A. Tanner Fischer
Title: Vice President

STATE OF Minnesota)
COUNTY OF Hennepin) ss.:

On the 5th day of November in the year 2008 before me personally came Julie A. Tanner Fischer to me known, who, being by me duly sworn, did depose and say that she reside(s) at 5533 13th Avenue South, Minneapolis, Minnesota 55417; that she is the Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said corporation.

Chad D. Schafer
Notary Public

[Notarial Seal]

My Commission Expires: 1-31-2012



EXHIBIT A-1

	Assigned Car	Original Car		Assigned Car	Original Car
1	ANGX002059	PRSX000410	22	ANGX009013	GNRR009013
2	ANGX002105	PRSX000294	23	ANGX009015	GNRR009015
3	ANGX004001	SPSX200039	24	ANGX009016	GNRR009016
4	ANGX004002	SPSX200040	25	ANGX009017	GNRR009017
5	ANGX004004	SPSX200042	26	ANGX009018	GNRR009018
6	ANGX004005	SPSX200043	27	ANGX009020	GNRR009020
7	ANGX004006	SPSX200044	28	ANGX009021	GNRR009021
8	ANGX004009	SPSX200047	29	ANGX009022	GNRR009022
9	ANGX004012	SPSX200050	30	ANGX009025	GNRR009025
10	ANGX004013	SPSX200051	31	ANGX009027	GNRR009027
11	ANGX009000	GNRR009000	32	ANGX009028	GNRR009028
12	ANGX009001	GNRR009001	33	ANGX009029	GNRR009029
13	ANGX009002	GNRR009002	34	ANGX009031	GNRR009031
14	ANGX009003	GNRR009003	35	ANGX009032	GNRR009032
15	ANGX009004	GNRR009004	36	ANGX009034	GNRR009034
16	ANGX009005	GNRR009005	37	ANGX009036	GNRR009036
17	ANGX009006	GNRR009006	38	ANGX009038	GNRR009038
18	ANGX009008	GNRR009008	39	ANGX009040	GNRR009040
19	ANGX009009	GNRR009009	40	ANGX009041	GNRR009041
20	ANGX009011	GNRR009011	41	ANGX009063	ATW 600131
21	ANGX009012	GNRR009012	42	RMGX009480	SDIX000182

EXHIBIT A-2

DESTROYED, SCRAPPED OR SOLD CARS

Destroyed Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	BPRR	002616	5	RMMX	008639
2	CHTT	386332	6	RMMX	008667
3	CHTT	386362	7	RMMX	008675
4	RMMX	008617	8	SLGG	011275

Scrapped Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	ATW	600232	22	GNRR	043673
2	BPRR	002609	23	GNRR	043674
3	BPRR	002611	24	GNRR	043692
4	BPRR	002617	25	GNRR	043696
5	BPRR	002623	26	GNRR	602007
6	BPRR	002633	27	GNRR	602011
7	BPRR	002637	28	GNRR	602012
8	BPRR	002642	29	GNRR	602019
9	BPRR	002645	30	RMGX	020016
10	BPRR	002650	31	RMMX	008641
11	BPRR	002652	32	SLGG	001247
12	GNRR	000905	33	SLGG	001959
13	GNRR	030037	34	SLGG	005906
14	GNRR	043654	35	SLGG	005907
15	GNRR	043657	36	SLGG	005909
16	GNRR	043658	37	SLGG	005910
17	GNRR	043659	38	SLGG	008400
18	GNRR	043660	39	SLGG	008401
19	GNRR	043661	40	SLGG	008706
20	GNRR	043664	41	SLGG	020097
21	GNRR	043667			

Sold Cars: (None)

EXHIBIT B

NEW LEASES/AMENDMENTS TO EXISTING LEASES; EXPIRED/TERMINATED LEASES

Deal #	Lessee	Lease Documents
C01265	Linea Coahuila-Durango, S.A. de C.V.	Net Lease Agreement #11012005KRC, and its related Rider C01265, dated effective as of May 1, 2008, between NARCAT LLC, as Lessor and Linea Coahuila-Durango, S.A. de C.V., as Lessee, dated effective as of November 1, 2005.
C01340	OmniSource Corporation	Full Service Lease Agreement, dated February 16, 2005, and its related Rider Deal C01340, dated effective as of October 1, 2008, between NARCAT LLC, as Lessor, and OmniSource Corporation, as Lessee.
C01295	Ontario Northland Transportation Commission	Full Service Per Diem Lease Agreement, dated effective as of January 1, 2005, and its related Rider Deal C01295, dated July 21, 2008, between CARCAT ULC, as Lessor, and Ontario Northland Transportation Commission, as Lessee.
C01324	Quebec Gatineau Railway, Inc.	Full Service Per Diem Lease Agreement, Lease #08012008QGR and its related Rider Deal C01324, both dated effective as of August 1, 2008, between CARCAT ULC, as Lessor, and Quebec Gatineau Railway, Inc., as Lessee.
C01215	Wheeling-Pittsburg Steel Corporation	Net Lease Agreement #01162008WPS, and its related Rider Deal #C01215, both dated as of 01/18/2008, between NARCAT LLC, as Lessor and Wheeling-Pittsburg Steel Corporation, as Lessee.
C01290	WT&L Corp.	Full Service Lease Agreement #05142008WTL, and its related Rider Deal #C01290, both dated 5/14/2008 between NARCAT LLC, as Lessor and WT&L Corp., as Lessee.
C00854	Linea Coahuila-Durango, S.A. de C.V.	Lease expired replaced with Deal #C01265
C00367	Quebec Gatineau Railway, Inc.	Lease expired replaced with Deal #C01324
C00810	OmniSource Corporation	Lease expired replaced with Deal #C01340
C00467	Georgia - Pacific Corporation	Lease terminated; all cars returned
C00682	Lansing Trade Group LLC	Lease terminated; all cars returned

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/6/08



Robert W. Alvord